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Attorneys for Plaintiffs

IN THE UNITED STATES DISTRICT COURT
 FOR THE EASTERN DISTRICT OF CALIFORNIA

NATIONAL CITY BANK OF INDIANA
 and
 NATIONAL CITY MORTGAGE CO,

Plaintiffs,

v.

DEMETRIOS A. BOUTRIS,
 in his official capacity as Commissioner of
 the California Department of Corporations,

Defendant

Civil Action No. S-03-0655 GEB JEM

BY FAX

DECLARATION OF
 STEPHEN L. SMITH
 IN SUPPORT OF PLAINTIFFS'
 MOTION FOR PRELIMINARY
 INJUNCTION

I, Stephen L. Smith, declare as follows:

1. I am the Secretary of National City Bank of Indiana ("National City Bank"). I have held this position since August of 2002. My duties as Secretary include maintaining and certifying the authenticity of the corporate records of National City Bank.

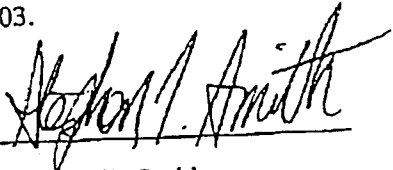
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2. I certify that the attached letter of March 23, 1998, is a true and correct copy of the letter that National City Bank received from David J. Rogers, National Bank Examiner for the federal Office of the Comptroller of the Currency ("OCC").

I declare under penalty of perjury that the foregoing is true and correct.

Executed on the twenty-fifth day of April, 2003.


Stephen L. Smith

Apr-28-03

11:13am

From-Covington & Burling San Francisco

+4155916091

T-236

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Exhibit 1



Comptroller of the Currency
Administrator of National Banks

Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

March 23, 1998

Mr. Steven L. Smith
Vice President
National City Bank of Indiana
Law Department
One National City Center
Indianapolis, Indiana 46255

Re: Notification by National City Bank of Indiana, Indianapolis, Indiana of its
Acquisition of National City Mortgage Co. as an Operating Subsidiary
(98-CE-08-012)

Dear Mr. Smith:

We acknowledge receipt of your operating subsidiary notice dated March 3, 1998, informing us of the commencement of certain activities by National City Bank of Indiana, Indianapolis, Indiana from its acquisition of National City Mortgage Co. as an operating subsidiary, which was effective March 1, 1998.

Please direct any related questions to the undersigned or National Bank Examiner Carolina M. Ledesma at (312) 360-8867.

Sincerely,

David J. Rogers
National Bank Examiner